

*Knox County Commissioners Resolution 2018-6*  
*Knox County Council Resolution No. 3-2018*

*Common Council Resolution No. 8-2018*  
*Vincennes Board of Works Resolution No. 1-2018*

VINCENNES COMMON COUNCIL, VINCENNES BOARD OF WORKS AND PUBLIC  
SAFETY, KNOX COUNTY  
BOARD OF COMMISSIONERS AND KNOX COUNTY COUNCIL

RESOLUTION AUTHORIZING THE ENTRY INTO AN INTERLOCAL COOPERATION  
AGREEMENT FOR THE JOINT MANAGEMENT, MAINTENANCE AND OPERATION OF  
THE PANTHEON BUSINESS THEATER PROJECT WITHIN THE PANTHEON THEATER  
LOCATED IN VINCENNES, KNOX COUNTY, INDIANA

**WHEREAS**, the Vincennes Common Council, Vincennes Board of Works and Public Safety, Knox County Board of Commissioners and Knox County Council enter into a Resolution authorizing the entry into an interlocal cooperation agreement for the joint management, maintenance and operation of the Pantheon Theater building located at the historic Pantheon Theater in Vincennes, Knox County, Indiana.

**WHEREAS**, the Vincennes Common Council, Vincennes Board of Works and Public Safety, Knox County Board of Commissioners and Knox County Council are desirous of entering into an interlocal agreement pursuant to I.C. 36-1-7-1 et seq. to provide for the joint management of a business center housed in the historic Pantheon Theater building within the city limits of the City of Vincennes; and

**WHEREAS**, InVin, Inc. is the current owner of the Pantheon Theater building; and

**WHEREAS**, InVin, Inc. has indicated a desire to transfer ownership of the Pantheon Theater building to the City of Vincennes, Indiana and Knox County, Indiana; and

**WHEREAS**, the parties are desirous for the development of a business incubator model to be housed in the Pantheon Theater building and said building provides adequate space for this use; and

**WHEREAS**, Vincennes and Knox County agree to share in the maintenance, remodeling and management of the Pantheon Theater building; and

**WHEREAS**, the Vincennes Common Council and the Knox County Council have indicated that they will share in the expense of remodeling of the Pantheon Theater building; and

**WHEREAS**, the City of Vincennes, Indiana and Knox County are political subdivisions empowered by the Interlocal Cooperation Act as amended with authority to contract on behalf of each other upon the basis of mutual advantage so as to better provide public services and facilities at a lesser cost; and

**WHEREAS**, the principals herein have determined that entering into a joint agreement between the City of Vincennes and Knox County is in the best interest of the residents of the City of Vincennes and Knox County.

**NOW, THEREFORE, BE IT RESOLVED**, by the Vincennes Common Council and the Knox County Board of Commissioners and Knox County Council as follows:

**SECTION ONE: ACQUIRING REAL ESTATE.** The City of Vincennes and Knox County shall accept ownership from InVin, Inc. of the Pantheon Theater building, located at 428 Main Street, Vincennes, Indiana. InVin, Inc. will provide a warranty deed to Knox County and the City of Vincennes and the City of Vincennes and Knox County shall hold the property jointly.

**SECTION TWO: ADMINISTRATION.** A joint board ("Board") composed of equal representatives of the political entities that are parties to this agreement shall be established as the exclusive administrators of the purpose undertaken herein where the Board's decisions are binding on the political subdivisions approving this interlocal agreement.

**A. Board Composition & Appointment.** The Board shall be comprised of five (5) members appointed as follows: One member of the Knox County Commissioners; One member of the Knox County Council; One member of the Vincennes Common Council; the Mayor of the City of Vincennes or an appointment made by the Mayor; and one member of InVin, Inc

**B.** Pursuant to Indiana Code § 37-1-7-3, the Board may not make its own appointments (either individually or jointly) to fill vacancies. Each board member shall be appointed for a two (2) year term.

**C. General Powers.** The Board shall be able to exercise any power that may be exercised by any of the governmental entities approving this resolution/interlocal agreement. The Board may acquire, hold, lease, and dispose of real and personal property used in the joint undertaking, by complying with the necessary laws governing political entities on the same wherein the Board shall serve as the fiscal, executive and legislative body as it is comprised of the same. It is understood, not as a limitation on power, that the Board may enter into a lease with an entity established for the purpose of operating a business incubator in the Pantheon Theatre building.

**D. Procedure.** The Board shall conduct its meetings under the *Robert's Rules of Order*, as modified for political bodies.

**SECTION THREE: FINANCING & BUDGETING.** The City of Vincennes, Clerk Treasurer's Office shall operate as the fiscal agent for the purpose of this Agreement by setting up a non-reverting fund through the Vincennes Common Council for acceptance of funds related to this Agreement. The City of Vincennes, Clerk Treasurer's office shall receive, disburse, and account for all monies of the joint undertaking. The Knox County Auditor or person appointed by the Auditor shall serve as treasurer and clerk of the Board to produce minutes, advertise meetings, and prepare agendas for the Board. The City Clerk Treasurer or delegate and Auditor or delegate shall attend board meetings. The manner of initial financing for the joint undertaking shall be through contributions by the County Council and City Common Council, respectively.

**SECTION FOUR: PURPOSE.** The purpose of the joint undertaking is for the joint management, maintenance and operation of the Pantheon Theater building located at the historic Pantheon Theater in Vincennes, Knox County, Indiana to further the development of a co-working space incubator. Members of the political entities entering this agreement were present for the July 17, 2017 public meeting where officials with INVin, Purdue University, and members of the public spoke about a Pantheon Business Theater project including its proposed design and operation. The political entities acknowledge that by passing this agreement, it shall be furthering the concepts, ideas, and plans discussed at said meeting.

**SECTION FIVE: COMMON INTEREST.** It is in the common best interest for the economic development for the citizens of Vincennes and Knox County that the joint venture be entered into and managed in accordance with this resolution and the Board of Directors.

**SECTION SIX: BEST PRACTICES.** The Board shall use best practices for the design and implementation of remodeling for the intended multi-use facility including compliance with all building, electrical and fire codes including ADA requirements.

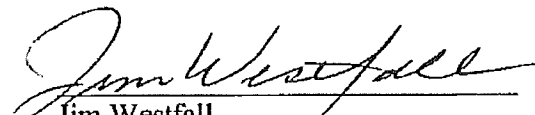
**SECTION SEVEN: DURATION & TERMINATION.** That this interlocal agreement shall continue until the Board established herein determines by four-to-one 4-1 vote that continuation of the project is no longer in the best interests of the residents of the City of Vincennes and Knox County. The Board shall follow Indiana Code § 36-1-11 *et seq.* in the disposition of any real or personal property.


Passed and adopted by the Vincennes Common Council, Knox County Board of Commissioners and the Knox County Council.

**VINCENNES COMMON COUNCIL:** ADOPTED THIS 12 DAY OF February, 2018 BY A VOTE OF 7 YEAS AND 0 NAYS WITH 0 ABSTAINING.


  
Duane Chattin

  
Brian Grove

  
Jim Westfall

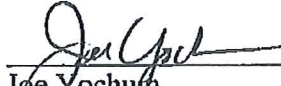

  
Scott Brown


  
Dan Ravellette

  
Tim Salters

  
Shirley Rose

CITY OF VINCENNES BOARD OF WORKS: ADOPTED THIS 23<sup>rd</sup> DAY OF March, 2018.

  
Joe Yochum  
  
Mark Hill

  
Steve Blinn

KNOX COUNTY BOARD OF COMMISSIONERS: ADOPTED THIS 3<sup>rd</sup> DAY OF April, 2018 BY A VOTE OF 2 YEAS AND 1 NAYS WITH      ABSTAINING.

  
Tim Ellerman

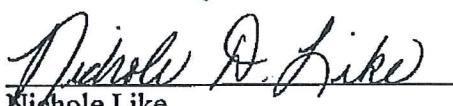
  
Trent Hinkle

  
Kellie Streeter

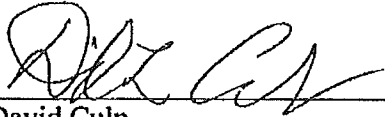
KNOX COUNTY COUNCIL: ADOPTED THIS 13 DAY OF March, 2018 BY A VOTE OF 7 YEAS AND 0 NAYS WITH 0 ABSTAINING.

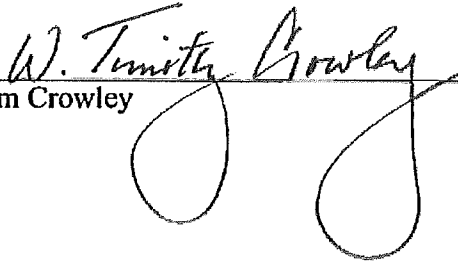
  
Randy Crismore

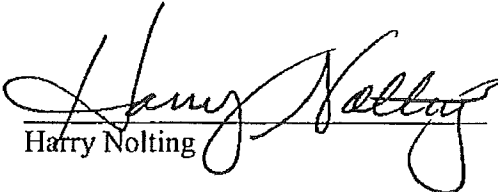
  
Robert Lechner

  
Nichole Like

  
James Beery

  
David Culp

  
Tim Crowley

  
Harry Nolting

"I AFFIRM, UNDER THE PENALTIES FOR PERJURY,  
THAT I HAVE TAKEN REASONABLE CARE TO  
REDACT EACH SOCIAL SECURITY NUMBER IN  
THIS DOCUMENT, UNLESS REQUIRED BY LAW."

NAME: 